

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2013-01-10**  
SEC Accession No. [0001104659-13-001620](#)

(HTML Version on [secdatabase.com](#))

### SUBJECT COMPANY

#### UTSTARCOM HOLDINGS CORP.

CIK: **1030471** | IRS No.: **521782500** | State of Incorporation: **E9** | Fiscal Year End: **1231**  
Type: **SC TO-I/A** | Act: **34** | File No.: **005-60651** | Film No.: **13521509**  
SIC: **3669** Communications equipment, nec

Mailing Address	Business Address
52-2 BLDG. BDA INTL ENTERPRISE AVE NO. 2 JINGYUAN NORTH ST. DAXING DISTRICT BEIJING F4 100176	52-2 BLDG. BDA INTL ENTERPRISE AVE NO. 2 JINGYUAN NORTH ST. DAXING DISTRICT BEIJING F4 100176 86 (10) 85205588

### FILED BY

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(Amendment No. 3)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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**UTStarcom Holdings Corp.**

(Name of Subject Company (Issuer))

**UTStarcom Holdings Corp.**

(Names of Filing Persons (Issuer and Offeror))

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**Ordinary Shares, \$0.00125 par value**

(Title of Class of Securities)

**G9310A106**

(CUSIP Number of Class of Securities)

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**William Wong**

**Chief Executive Officer**

**UTStarcom Holdings Corp.**

**52-2 Building, BDA International Enterprise Avenue**

**No. 2 Jingyuan North Center**

**Daxing District, Beijing, P.R. China**

**(86 10) 8520-5588**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

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With a copy to:

**Scott Anthony**

**Covington & Burling LLP**

**333 Twin Dolphin Drive, Suite 700**

**Redwood Shores, CA 94065**

**(650) 632-4703**

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## CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$ 30,000,000	\$4,092

- (1) The transaction value is estimated only for purposes of calculating the filing fee. This amount assumes the purchase of 25,000,000 ordinary shares, \$0.00125 par value, at \$ 1.20 per share.
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 1 for fiscal year 2013, equals \$136.40 per \$1,000,000 of the value of the transaction.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$4,092

Filing Party: UTStarcom Holdings Corp.

Form or Registration No.: Schedule TO

Date Filed: November 30, 2012

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

## INTRODUCTION

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission ("SEC") on November 30, 2012, as amended and supplemented by Amendment No. 1 filed with the SEC on December 18, 2012 and Amendment No. 2 filed with the SEC on January 4, 2013 (as amended, the "Schedule TO"), and relates to the offer by UTStarcom Holdings Corp., an exempted company incorporated under the laws of the Cayman Islands ("UTStarcom," the "Company" or "our"), to purchase up to 25,000,000 of its ordinary shares, \$0.00125 par value per share (the "Shares"), at a price of \$1.20, net to the seller in cash, less any applicable withholding taxes and without interest. The Company's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 30, 2012 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were previously filed on Schedule TO dated November 30, 2012 as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which together, as amended or supplemented from time to time, constitute the "Offer").

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

All information in the Offer is expressly incorporated herein by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof.

On January 10, 2013, UTStarcom issued a press release announcing the final results of the Offer, which expired at 5:00 P.M., New York City time, on Thursday, January 3, 2013. A copy of such press release is filed herewith as Exhibit (a)(5)(iv) and is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(iv) Press Release, dated January 10, 2013.

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**SIGNATURE**

After due 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.

**UTSTARCOM HOLDINGS CORP.**

/s/ Robert Pu

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Name: Robert Pu

Title: Chief Financial Officer

Date: January 10, 2013

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**Index to Exhibits**

<b>Exhibit Number</b>	<b>Description</b>	<b>Form</b>	<b>Incorporated by Reference From Exhibit Number</b>	<b>Date Filed</b>
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a(1)(i)	Offer to Purchase, dated November 30, 2012	Schedule TO	a(1)(i)	11/30/12
a(1)(ii)	Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9)	Schedule TO	a(1)(ii)	11/30/12
a(1)(iii)	Notice of Guaranteed Delivery	Schedule TO	a(1)(iii)	11/30/12
a(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees	Schedule TO	a(1)(iv)	11/30/12
a(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees	Schedule TO	a(1)(v)	11/30/12
a(5)(i)	Press Release, dated November 30, 2012.	Schedule TO	a(5)(i)	11/30/12
a(5)(ii)	Summary Advertisement, dated November 30, 2012.	Schedule TO	a(5)(ii)	11/30/12
a(5)(iii)	Press Release, dated January 4, 2013	Schedule TO	(a)(5)(iii)	1/4/13
a(5)(iv)	Press Release, dated January 10, 2013	Schedule TO	-	Filed herewith
(b)	None.	-	-	-
d(1)	Amended 2001 Director Option Plan and forms of related agreements.	10-K	10.66	6/1/06
d(2)	2003 Nonstatutory Stock Option Plan.	S-8	4.4	9/15/03
d(3)	Amended and Restated Change of Control/Involuntary Termination Severance Agreement by and between Hong Liang Lu and UTStarcom, Inc., effective as of January 30, 2008.	8-K	10.1	2/5/08
d(4)	Form of Restricted Stock Agreement for use under the Company' s 1997 Stock Plan.	8-K	10.1	9/12/05
d(5)	Form of Director and Officer Stock Option Agreement for use under the Company' s 1997 Stock Plan.	8-K	10.1	12/6/05
d(6)	2006 Equity Incentive Plan, as amended February 18, 2009.	10-K	10.14	3/2/2009
d(7)	Form of Stock Option Award Agreement for use under 2006 Equity Incentive Plan.	10-Q	10.2	8/7/2009
d(8)	Form of Stock Option Agreement for Directors and Officers for use under the 2006 Equity Incentive Plan.	10-Q	10.3	8/7/2009
d(9)	Form of Restricted Stock Agreement for use under the 2006 Equity Incentive Plan.	10-K	10.17	3/2/2009
d(10)	Form of Restricted Stock Unit Agreement for use under the 2006 Equity Incentive Plan.	10-K	10.18	3/2/2009

<b>Exhibit Number</b>	<b>Description</b>	<b>Form</b>	<b>Incorporated by Reference From Exhibit Number</b>	<b>Date Filed</b>
d(11)	Form of Stock Option Amendment Election Form executed by key executive officers and directors.	8-K	10.1	1/4/07
d(12)	Stock Option Amendment Election Form executed by Hong Liang Lu on December 29, 2006.	8-K	10.2	1/4/07
d(13)	UTStarcom, Inc. Amended and Restated Vice President Change in Control and Involuntary Termination Severance Pay Plan.	10-Q	10.1	5/8/2009
d(14)	UTStarcom, Inc. Amended and Restated Executive Involuntary Termination Severance Pay Plan.	10-Q	10.2	5/8/2009

d(15)	Form of Performance Share Agreement for use under the 2006 Equity Incentive Plan.	10-K	10.33	3/2/2009
d(16)	Form of Performance Unit Agreement for use under the 2006 Equity Incentive Plan.	10-K	10.34	3/2/2009
d(17)	Amendment to Stock Option Agreements dated January 11, 2008 between the Company and Hong Liang Lu.	8-K	10.1	1/17/08
d(18)	Amendment dated December 17, 2008 to Amended and Restated Change of Control/Involuntary Termination Severance Agreement, dated as of January 30, 2008, by and between Hong Liang Lu and UTStarcom, Inc.	10-K	10.42	3/2/2009
d(19)	Amendment to Equity Awards dated December 17, 2008.	10-K	10.46	3/2/2009
d(20)	Letter dated December 17, 2008 regarding Financial Planning Program.	10-K	10.47	3/2/2009
d(21)	Form of Indemnification Agreement	F-4	10.1	4/29/2011
d(22)	Agreement and Plan of Merger and Reorganization	F-4	2.1	5/23/2011
d(23)	Stockholder Rights Agreement, made as of February 1, 2010, by and between UTStarcom, Inc. and Beijing E-town International Investment and Development Co., Ltd.	8-K	4.1	2/4/2010
d(24)	Stockholder Rights Agreement, made as of February 1, 2010, by and among UTStarcom, Inc., Elite Noble Limited and Shah Capital Opportunity Fund L.P.	8-K	4.2	2/4/2010
(g)	None.	-	-	-
(h)	None.	-	-	-



### **UTStarcom Announces Final Results of its Tender Offer**

BEIJING, January 10, 2013 – UTStarcom Holdings Corp. (“UTStarcom” or the “Company”) (Nasdaq: UTSI), a leading provider of media operational support services and broadband equipment products and services, today announced the final results of its previously announced tender offer to purchase up to 25,000,000 of its ordinary shares at a price of \$1.20 per share, which expired at 5:00 P.M., New York City time, on Thursday, January 3, 2013.

UTStarcom has accepted for purchase 25,000,000 of its ordinary shares at a price of \$1.20 per share, for an aggregate cost of \$30,000,000 excluding fees and expenses relating to the tender offer.

Based on the final tabulation by Computershare Trust Company N.A., the Depository for the tender offer, 63,357,546 of UTStarcom’s ordinary shares were properly tendered and not withdrawn (excluding any conditional tenders that were not accepted due to the specified condition not being satisfied). UTStarcom has been informed by the Depository that, after giving effect to the priority for “odd lots,” the final proration factor is approximately 39.4%.

The Depository will promptly issue payment for the shares validly tendered and accepted for purchase and will return all other shares tendered.

Immediately following the purchase of the tendered shares, UTStarcom expects to have approximately 117,068,276 ordinary shares outstanding.

Jefferies & Company, Inc. is the dealer manager for the tender offer. The information agent for the tender offer is Alliance Advisors LLC. Shareholders, banks and brokers who have questions may call the dealer manager at (877) 547-6340 (toll free) or the information agent at (877) 777-5603 (toll free).

#### **Tender Offer Statement**

This press release is for informational purposes only and is neither an offer to buy nor the solicitation of an offer to sell any of UTStarcom’s ordinary shares.

#### **About UTStarcom Holdings Corp.**

UTStarcom is focused on providing next generation media operational support services in the rapidly growing markets for TV over IP services and broadband equipment products and services. UTStarcom is committed to meeting the evolving needs of cable and broadband service providers to enable a more personalized entertainment experience. The Company sells its media operational support services and broadband equipment products and services to operators in both emerging and established broadband and cable markets around the world.

UTStarcom was founded in 1991 and has traded on the NASDAQ since 2000. The Company has its operational headquarters in Beijing, China and research and development operations in China and India. For more information about UTStarcom, visit the Company’s website at <http://www.utstar.com>.

## Forward-Looking Statements

This press release includes forward-looking statements, including statements regarding the completion of the tender offer and the payment for shares tendered. These statements are forward-looking in nature and subject to risks and uncertainties that may cause actual results to differ materially and adversely from the Company's current expectations. These include risks and uncertainties related to, among other things, the number of shares tendered by shareholders, changes in the financial condition and cash position of the Company, assumptions the Company makes regarding the growth of the market and the success of the Company's offerings in the market, and the Company's ability to execute its business plan and manage regulatory matters. The risks and uncertainties also include the risk factors identified in the Company's latest Annual Report on Form 20-F and Current Reports on Form 6-K, as filed with the Securities and Exchange Commission. The Company is in a period of transition and the conduct of its business is exposed to additional risks as a result. All forward-looking statements included in this press release are based upon information available to the Company as of the date of this press release, which may change, and UTStarcom assumes no obligation to update any such forward-looking statement.

### Contacts:

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