

Starent Networks, Corp.  
Form 8-K  
December 11, 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): December 11, 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 8.01. Other Events.**

On December 11, 2009, Starent Networks, Corp. ( Starent ) issued a press release announcing that, at a special meeting of Starent stockholders held in Boston, Massachusetts on December 11, 2009, its stockholders approved the adoption of the merger agreement with Cisco Systems, Inc. ( Cisco ) and Barcelona Acquisition Corp., dated October 12, 2009, providing for the acquisition of Starent by Cisco.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

99.1 Press Release dated December 11, 2009.

**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: December 11, 2009

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

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                     |
|------------------------|--|
| 99.1                   | Press Release, dated December 11, 2009 |