

UTSTARCOM INC  
Form 8-K  
January 17, 2008

**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 11, 2008

**UTSTARCOM, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-29661**

(Commission File Number)

**52-1782500**

(I.R.S. Employer Identification No.)

**1275 Harbor Bay Parkway**

**Alameda, California 94502**

(Address of principal executive offices) (Zip code)

**(510) 864-8800**

(Registrant's telephone number, including area code)

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N/A

(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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 11, 2008, and in connection with remediation measures taken by UTStarcom, Inc. (the Company) related to a previously-disclosed voluntary review of its historic stock option practices, the Company's Board of Directors approved the terms of an agreement (the Agreement) between the Company and Hong Liang Lu, the Company's Chief Executive Officer, to cancel ten percent (10%) of options to purchase shares of the Company's common stock granted to Mr. Lu after March 3, 2000, the date of the initial public offering of the Company's common stock, through the date of the Agreement.

The form of Amendment to Stock Option Agreements dated January 11, 2008 between the Company and Mr. Lu is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed pursuant to Item 5.02:

Exhibit No.	Description
10.1	Amendment to Stock Option Agreements dated January 11, 2008

**SIGNATURES**

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.

**UTSTARCOM, INC.**

Date: January 17, 2008

By:	/s/ Francis P. Barton
Name:	Francis P. Barton
Title:	Executive Vice President and Chief Financial Officer

**EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Stock Option Agreements dated January 11, 2008