

NORTH BRIDGE VENTURE PARTNERS IV B LP
 Form 4
 March 27, 2009

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 *
 NBVM GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 Starent Networks, Corp. [STAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/23/2009

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O NORTHBRIDGE VENTURE PARTNERS, 950 WINTER STREET, SUITE 4600

(Street)

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

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

WALTHAM, MA 02451

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/23/2009		J ⁽¹⁾	1,786,162	D	\$ 0	5,358,486	I	See Footnote (2)
Common Stock	03/23/2009		J ⁽³⁾	849,518	D	\$ 0	2,548,554	I	See Footnote (4)
Common Stock							7,964	(5)	D

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

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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 Beneficially Owned (Instr. 5)
				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

NBVM GP, LLC
C/O NORTHBRIDGE VENTURE PARTNERS
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02451

North Bridge Venture Management IV, L.P.
C/O NORTH BRIDGE VENTURE PARTNERS
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02451

NORTH BRIDGE VENTURE PARTNERS IV A LP
C/O NORTH BRIDGE VENTURE PARTNERS
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02451

NORTH BRIDGE VENTURE PARTNERS IV B LP
C/O NORTH BRIDGE VENTURE PARTNERS
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02451

DAMORE RICHARD A
C/O NORTH BRIDGE VENTURE PARTNERS
950 WINTER STREET, SUITE 4600
WALTHAM, MA 02451

X

X

X

X

X

Signatures

By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager	03/27/2009
__Signature of Reporting Person	Date
By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager	03/27/2009
__Signature of Reporting Person	Date
By: North Bridge Venture Management IV, L.P., its general partner, By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager	03/27/2009
__Signature of Reporting Person	Date
By: North Bridge Venture Management IV, L.P., its general partner, By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager	03/27/2009
__Signature of Reporting Person	Date
/s/ Richard A. D'Amore	03/27/2009
__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) Pro rata distribution of shares by North Bridge Venture Partners IV-A, L.P., or NBVP IV-A, to its partners without consideration.
Represents securities held of record by NBVP IV-A. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-A, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.
- (2) Pro rata distribution of shares by North Bridge Venture Partners IV-B, L.P., or NBVP IV-B, to its partners without consideration.
Represents securities held of record by NBVP IV-B. NBVM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-B, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.
- (3) Represents securities held of record by Mr. D'Amore received in connection with the pro rata distribution from NBVP IV-A and NBVP IV-B referenced above in footnotes 1 and 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.