

UTSTARCOM HOLDINGS CORP.

Form SC 13D/A

December 22, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

(Amendment No. 1)

UTStarcom Holdings Corp.

(Name of Issuer)

Ordinary Shares, Par Value US\$0.00375 per share

(Title of Class of Securities)

918076100

(CUSIP Number)

Gu Guoping

Shanghai Phicomm Communication Co. Ltd.

3666 Sixian Road

Songjiang District

Shanghai, People's Republic of China

011-86-21- 31183118

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 16, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 918076100

1. Names of Reporting Persons.

GU GUOPING

Check the Appropriate Box if

2. a Member of a Group (See (a) o  
Instructions)

(b)x

3. SEC Use Only

4. Source of Funds (See  
Instructions)

AF

Check if Disclosure of Legal

5. Proceedings Is Required o  
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of  
Organization

People's Republic of China

7. Sole Voting Power

of -0-

8. Shared Voting Power

Beneficially 11,739,932

9. Sole Dispositive Power

by -0-

10. Shared Dispositive Power

Reporting

Person 11,739,932

With

Aggregate Amount

11. Beneficially Owned by Each  
Reporting Person

11,739,932

Check Box if the Aggregate

12. Amount in Row (11) Excludes o  
Certain Shares

13. Percent of Class Represented  
by Amount in Row (11)

31.7%

14. Type of Reporting Person

IN

CUSIP No. 918076100

1. Names of Reporting Persons.  
Shanghai Phicomm

Communication Co., Ltd.,  
Check the Appropriate Box if

2. a Member of a Group (See (a) o  
Instructions)

(b) x

3. SEC Use Only

4. Source of Funds (See  
Instructions)

WC

Check if Disclosure of Legal

5. Proceedings Is Required o  
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of  
Organization

People's Republic of China

Number of Sole Voting Power

of -0-

Shares of Shared Voting Power

Beneficially 11,739,932

Owned Sole Dispositive Power

by -0-

Each of Shared Dispositive Power

Reporting

Person 11,739,932

With

Aggregate Amount

11. Beneficially Owned by Each  
Reporting Person

11,739,932

Check Box if the Aggregate

12. Amount in Row (11) Excludes o  
Certain Shares

13. Percent of Class Represented  
by Amount in Row (11)

31.7%

14. Type of Reporting Person

CO



CUSIP No. 918076100

1. Names of Reporting Persons.

Phicomm Technology (Hong Kong) Co., Limited

Check the Appropriate Box if

2. a Member of a Group (See Instructions) (a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

Check if Disclosure of Legal

5. Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Hong Kong

Number of Shares Sole Voting Power of -0-

Number of Shares Shared Voting Power

Beneficially Owned 11,739,932

Number of Shares Sole Dispositive Power of -0-

Number of Shares Shared Dispositive Power of 11,739,932

Number of Shares Sole Dispositive Power of -0-

Number of Shares Shared Dispositive Power of 11,739,932

Number of Shares Sole Dispositive Power of -0-

Number of Shares Shared Dispositive Power of 11,739,932

11,739,932

Check Box if the Aggregate

12. Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

31.7%

14. Type of Reporting Person

CO



CUSIP No. 918076100

1. Names of Reporting Persons.  
The Smart Soho International  
Limited

Check the Appropriate Box if  
2. a Member of a Group (See (a) o  
Instructions)  
(b) x

3. SEC Use Only

4. Source of Funds (See  
Instructions)

AF

Check if Disclosure of Legal  
5. Proceedings Is Required o

Pursuant to Items 2(d) or 2(e)  
6. Citizenship or Place of  
Organization

Cayman Islands

Number of Shares  
7. Sole Voting Power  
of -0-

Number of Shares  
8. Shared Voting Power  
Beneficially 11,739,932

Owned Sole Dispositive Power  
9. by -0-

Number of Shares  
10. Shared Dispositive Power  
Reporting

Person 11,739,932

With  
Aggregate Amount

11. Beneficially Owned by Each  
Reporting Person

11,739,932

Check Box if the Aggregate  
12. Amount in Row (11) Excludes o  
Certain Shares

13. Percent of Class Represented  
by Amount in Row (11)

31.7%

14. Type of Reporting Person

CO





CUSIP No. 918076100

1. Names of Reporting Persons.

Chongqing Liangjian New  
District Strategic Emerging  
Industries Equity Investment  
Fund

Partnership (Limited  
Partnership)

Check the Appropriate Box if

2. a Member of a Group (See (a) o  
Instructions)

(b) x

3. SEC Use Only

4. Source of Funds (See  
Instructions)

WC

Check if Disclosure of Legal

5. Proceedings Is Required o  
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of  
Organization

Peoples Republic of China

Number of Sole Voting Power

of -0-

Number of Shared Voting Power

Beneficially

Owned Sole Dispositive Power

by -0-

Number of Shared Dispositive Power

Reporting

Person 11,739,932

With

Aggregate Amount

11. Beneficially Owned by Each  
Reporting Person

11,739,932

Check Box if the Aggregate

12. Amount in Row (11) Excludes o  
Certain Shares

13. Percent of Class Represented  
by Amount in Row (11)

31.7%

14. Type of Reporting Person

PN

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The Statement on Schedule 13D filed December 14, 2015 (the “Statement”) filed by Mr. Gu Guoping, Shanghai Phicomm Communication Co., Ltd. (“Phicomm”), Phicomm Technology (Hong Kong) Co., Limited (“Phicomm HK”), The Smart Soho International Limited (“Smart Soho” and, together with Gu Guoping, Phicomm and Phicomm HK, the “Phicomm Group”) and Chongqing Liangjian New Area Strategic Emerging Industries Equity Investment Fund Partnership (Limited Liability Partnership) (the “Fund” and, together with the Phicomm Group, the “Filing Persons”) relating to the Ordinary Shares, par value US\$0.00375 per share (the “Ordinary Shares”) of UTStarcom Holdings Corp., a Cayman Islands corporation (the “Issuer”), is hereby amended with respect to the items set forth below in this Amendment No. 1. Capitalized terms used herein without definition have the same meanings as those ascribed to them in the Statement.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Schedule is hereby amended by the addition of the following information:

On December 16, 2015, Acquirer, Phicomm HK and the Sellers entered into a second amendment to the Purchase Agreement which provides that the closing of the purchase and sale of the remaining 6,739,932 Ordinary Shares to be purchased by Acquirer will take place on January 8, 2016. In the event the closing does not occur on that date and the Purchase Agreement is terminated, a termination fee or a reverse termination fee may be payable, as provided in the Purchase Agreement.

The foregoing descriptions of certain terms of the second amendment to the Purchase Agreement in this Item 6 is not complete and is qualified in its entirety by reference to the full text of such agreement, which is an exhibit to this Schedule 13D and is hereby incorporated by reference into this Item 6. See Item 7.

**Item 7. Materials to be Filed as Exhibits**

The following document is filed as an exhibit to this Schedule 13D (Amendment No. 1):

**Exhibit**  
**No.**      **Document**

99.6      Second Amendment dated December 16, 2015 to Purchase and Sale Agreement dated as of November 4, 2015 between The Smart Soho International Limited, Phicomm Technology (Hong Kong) Co., Limited Himanshu Shah, Shah Capital Management, Inc., Shah Capital Opportunity Fund LP, Hong Liang Lu, Lu Charitable Remainder Trust, The Lu Family Limited Partnership and Lu Family Trust (filed herewith).

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Signatures

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2015

**SHANGHAI PHICOMM  
COMMUNICATION CO., LTD.**

By: /s/Gu Guoping  
Name: Gu Guoping  
Title: Chairman

**PHICOMM TECHNOLOGY (HONG  
KONG) CO., LIMITED.**

By: /s/Gu Guoping  
Name: Gu Guoping  
Title: Sole Director

**THE SMART SOHO  
INTERNATIONAL LIMITED**

By: /s/Gu Guoping  
Name: Gu Guoping  
Title: Sole Director

**GU GUOPING, individually**

/s/ Gu Guoping  
Name: Gu Guoping

**CHONGQING LIANGJIAN NEW  
AREA  
Strategic Emerging Industries  
Equity Investment Fund Partnership  
(Limited LIABILITY Partnership)**

By: /s/Zhang Jun  
Name: Zhang Jun  
Title: Executive Partner Representative