

Starent Networks, Corp.
Form SC 13G
February 13, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Starent Networks, Corp.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

85528P108

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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The information required in 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).

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CUSIP No. 85528P108

1. Names of Reporting Persons
Highland Capital Partners V Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
6,812,238
7. Sole Dispositive Power
8. Shared Dispositive Power
6,812,238
9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,812,238
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
9.9%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 85528P108

1. Names of Reporting Persons
Highland Capital Partners V-B Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
1,756,128
7. Sole Dispositive Power
8. Shared Dispositive Power
1,756,128
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,756,128
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
2.6%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 85528P108

1. Names of Reporting Persons
Highland Entrepreneurs Fund V Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
1,080,692
7. Sole Dispositive Power
8. Shared Dispositive Power
1,080,692
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,080,692
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
1.6%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons
HEF V Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
1,080,692
7. Sole Dispositive Power
8. Shared Dispositive Power
1,080,692
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,080,692
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
1.6%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 85528P108

1. Names of Reporting Persons
Highland Management Partners V Limited Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
8,568,366
7. Sole Dispositive Power
8. Shared Dispositive Power
8,568,366
9. Aggregate Amount Beneficially Owned by Each Reporting Person
8,568,366
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
12.5%
12. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons
Highland Management Partners V, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
9,649,058
7. Sole Dispositive Power
8. Shared Dispositive Power
9,649,058
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,649,058
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
14.1%
12. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 85528P108

1. Names of Reporting Persons
Robert F. Higgins
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
6. Shared Voting Power
9,649,058
7. Sole Dispositive Power
8. Shared Dispositive Power
9,649,058
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,649,058
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
14.1%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons
Paul A. Maeder
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware

	5.	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	6.	Shared Voting Power 9,649,058
	7.	Sole Dispositive Power
	8.	Shared Dispositive Power 9,649,058