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 FULES 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:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- x 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.

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).

2

1.	Names of Reporting Persons Highland Capital Partners V L	imited Partnership	
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o o	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
	5.		Sole Voting Power
Number of Shares Beneficially Owned by	6.		Shared Voting Power 6,812,238
Each Reporting Person With	7.		Sole Dispositive Power
201001	8.		Shared Dispositive Power 6,812,238
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,812,238		
10.	Check if the Aggregate Amoun	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
11.	Percent of Class Represented by 9.9%	by Amount in Row (9)	
12.	Type of Reporting Person (See PN	e Instructions)	

3

1.	Names of Reporting Persons Highland Capital Partners V-B Limited Partnership		
2.	Check the Appropria (a) (b)	ate Box if a Member of a Gr o o	roup (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place Delaware	of Organization	
	5.		Sole Voting Power
Number of Shares Beneficially Owned by	6.		Shared Voting Power 1,756,128
Each Reporting Person With	7.		Sole Dispositive Power
	8.		Shared Dispositive Power 1,756,128
9.	Aggregate Amount 1,756,128	Beneficially Owned by Each	n Reporting Person
10.	Check if the Aggreg	gate Amount in Row (9) Exc	ludes Certain Shares (See Instructions) o
11.	Percent of Class Rep 2.6%	presented by Amount in Rov	v (9)
12.	Type of Reporting P PN	Person (See Instructions)	

4

1.	Names of Reporting P Highland Entrepreneu	Persons ars Fund V Limited Partn	ership
2.	Check the Appropriate	e Box if a Member of a Gr	oup (See Instructions)
	(a)	0	
	(b)	0	
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	f Organization	
	5.		Sole Voting Power
Number of			
Shares	6.		Shared Voting Power
Beneficially			1,080,692
Owned by			
Each	7.		Sole Dispositive Power
Reporting			
Person With			
	8.		Shared Dispositive Power 1,080,692
9.	Aggregate Amount Be 1,080,692	eneficially Owned by Each	Reporting Person
10.	Check if the Aggregat	e Amount in Row (9) Exc	udes Certain Shares (See Instructions) o
11.	Percent of Class Repre	esented by Amount in Rov	7 (9)
12.	Type of Reporting Per PN	rson (See Instructions)	

1.	Names of Reporting Persons HEF V Limited Partnership		
2.	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o o	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organiz Delaware	zation	
	5.		Sole Voting Power
Number of Shares Beneficially Owned by	6.		Shared Voting Power 1,080,692
Each Reporting Person With	7.		Sole Dispositive Power
reison with	8.		Shared Dispositive Power 1,080,692
9.	Aggregate Amount Beneficiall 1,080,692	y Owned by Each Reportin	g Person
10.	Check if the Aggregate Amour	nt in Row (9) Excludes Cert	tain Shares (See Instructions) o
11.	Percent of Class Represented b	y Amount in Row (9)	
12.	Type of Reporting Person (See PN	Instructions)	

CUSIP No. 85528P108

1.	Names of Reporting Highland Manageme	Persons nt Partners V Limited Par	rtnership
2.	Check the Appropriation (a) (b)	te Box if a Member of a C o o	Group (See Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	of Organization	
	5.		Sole Voting Power
Number of Shares Beneficially Owned by	6.		Shared Voting Power 8,568,366
Each Reporting Person With	7.		Sole Dispositive Power
Terson with	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) o		
11.	Percent of Class Rep 12.5%	resented by Amount in Ro	ow (9)
12.	Type of Reporting Pe PN	erson (See Instructions)	

6

CUSIP No. 85528P108

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

7

1.	Names of Reporting Persons Robert F. Higgins		
2.	Check the Appropriate Box is (a) (b)	f a Member of a Group (See o o	e Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organ Delaware	nization	
	5.		Sole Voting Power
Number of Shares Beneficially Owned by	6.		Shared Voting Power 9,649,058
Each Reporting Person With	7.		Sole Dispositive Power
r crson with	8.		Shared Dispositive Power 9,649,058
9.	Aggregate Amount Beneficia 9,649,058	ally Owned by Each Reporti	ng Person
10.	Check if the Aggregate Amou	unt in Row (9) Excludes Ce	ertain Shares (See Instructions) o
11.	Percent of Class Represented 14.1%	by Amount in Row (9)	
12.	Type of Reporting Person (So IN	ee Instructions)	
		0	

1.	Names of Reporting Persons Paul A. Maeder	
2.	Check the Appropriate Box if a Member of a Gr (a) o (b) o	roup (See Instructions)
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
	5.	Sole Voting Power
Number of Shares Beneficially Owned by	6.	Shared Voting Power 9,649,058
Each Reporting Person With	7.	Sole Dispositive Power
roison with	8.	Shared Dispositive Power 9,649,058