

UTSTARCOM HOLDINGS CORP.  
Form 20-F/A  
July 11, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 20-F**

(Amendment No. 2)

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- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- OR**
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2013.**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from to**  
**OR**
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report . . . . .

Commission file number: 001-35216

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**UTStarcom Holdings Corp.**

(Exact name of Registrant as specified in its charter)

**N/A**

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**Unit 7, Level 23, One Island East, 18 Westlands Road, Hong Kong**

(Address of principal executive offices)

**Jane Zhen Zuo**

**Investor Relations**

**Union 7, Level 23, One Island East,**

**18 Westlands Road, Hong Kong**

**Phone: (852) 3750-7632**

**jane.zuo@utstar.com**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered pursuant to Section 12(b) of the Act:

**None**

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary Shares, \$0.00375 par value	The NASDAQ Stock Market LLC

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**NONE**  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

39,777,854 ordinary shares, par value US\$0.00375 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or (15)(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

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U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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EXPLANATORY NOTE

PART III

ITEM 19. EXHIBITS

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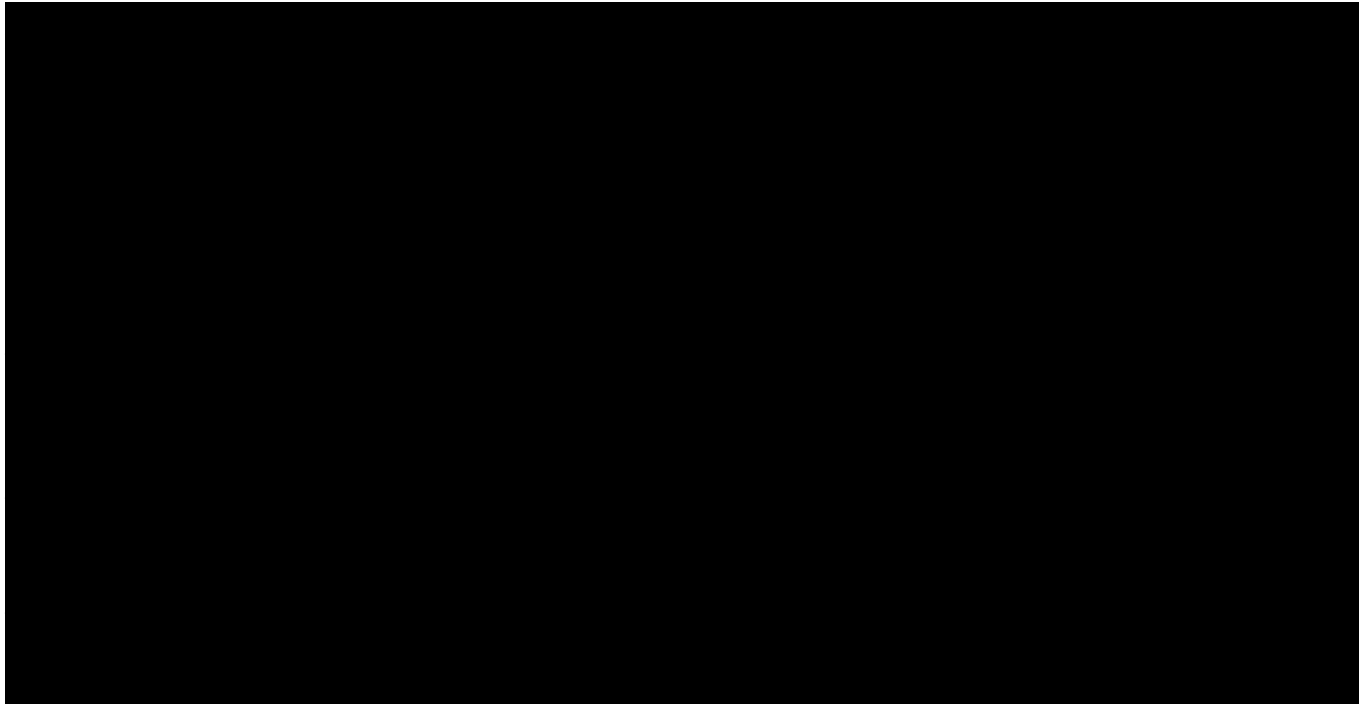
**EXPLANATORY NOTE**

This Amendment No. 2 on Form 20-F ( Amendment No. 2 ) to the Annual Report on Form 20-F of UTStarcom Holdings Corp. (the Company ) for the fiscal year ended December 31, 2013, filed on April 18, 2014, as amended on June 30, 2014 (the 2013 Form 20-F ), is being filed solely for the purpose of amending Exhibit 15.3 (Consent of PricewaterhouseCoopers Zhong Tian LLP, independent registered public accounting firm of iTV Media Inc.) to remove the inadvertent reference to the financial statement schedules of iTV Media Inc.

Other than as set forth herein, the Company has not modified or updated any other disclosures and has made no changes to the items or sections in the 2013 Form 20-F. Other than as expressly set forth above, this Amendment No. 2 does not, and does not purport to, amend, update or restate the information in any part of the 2013 Form 20-F or reflect any events that have occurred after the 2013 Form 20-F was filed on April 18, 2014 or Amendment No. 1 was filed on June 30, 2014, as the case may be. The filing of this Amendment No. 2 should not be understood to mean that any other statements contained in the original filings are true and complete as of any date subsequent to April 18, 2014 and June 30, 2014, as the case may be. Accordingly, this Amendment No. 2 should be read in conjunction with the 2013 Form 20-F and the documents filed with or furnished to the Securities and Exchange Commission by the Company subsequent to April 18, 2014, including any amendments to such documents.

**PART III**

**ITEM 19. EXHIBITS**



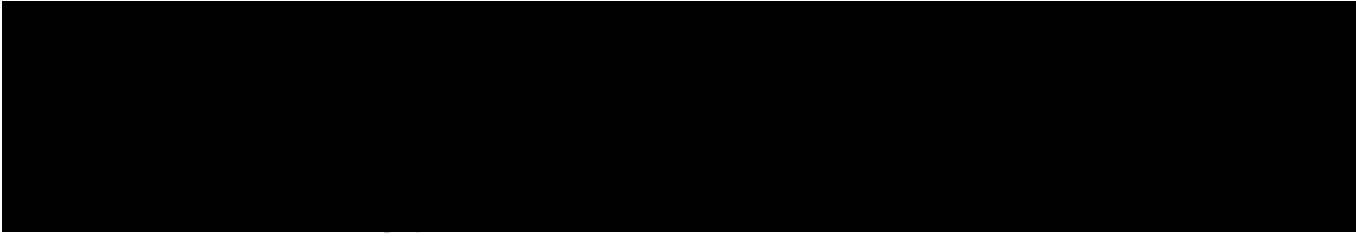


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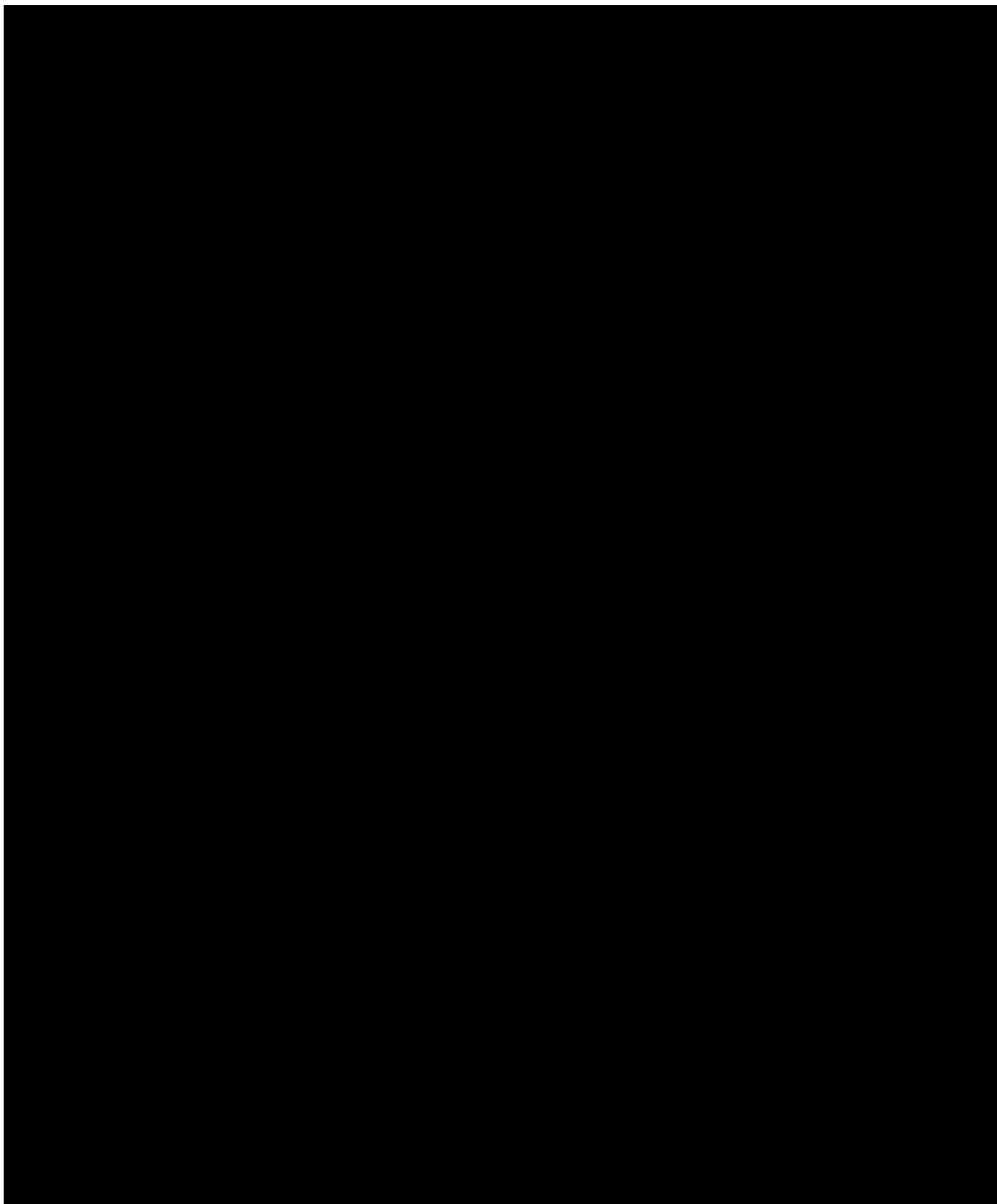
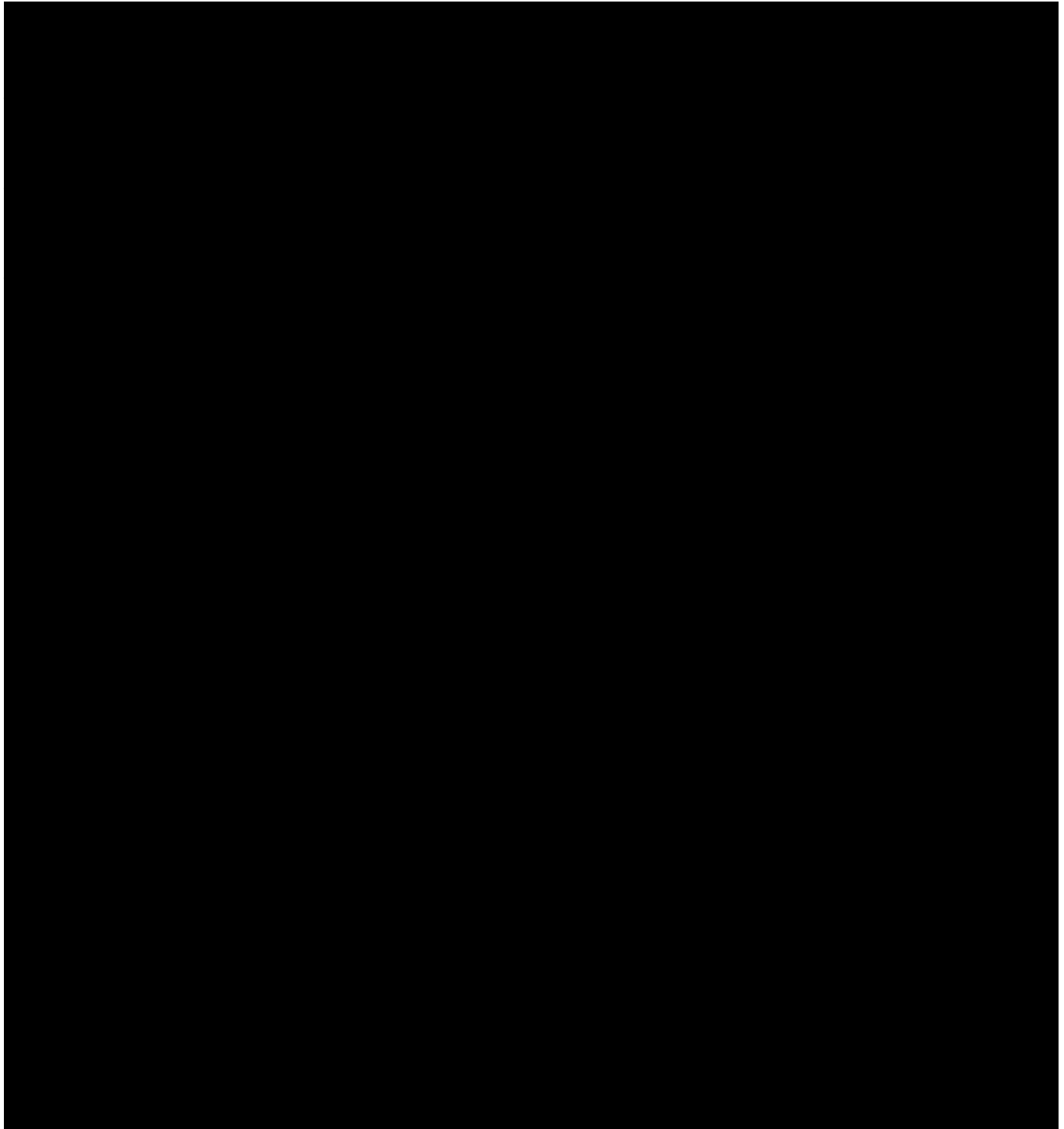






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\* In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934, and



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otherwise is not subject to liability under these sections and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 2 to Form 20-F on its behalf.

UTSTARCOM HOLDINGS CORP.

By:	/s/ William Wong	
	Name:	William Wong
	Title:	Chief Executive Officer

Date: July 11, 2014

[Signature page to 20-F/A]

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