

Starent Networks, Corp.
Form DFAN14A
November 24, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

Starent Networks, Corp.

(Name of Registrant as Specified in its Charter)

Cisco Systems, Inc.

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Cisco Systems, Inc.

Pursuant to Rule 14a-6(b)

of the Securities Exchange Act of 1934

Subject Company: Starent Networks, Corp.

Commission File No.: 001-33511

On November 24, 2009, Cisco Systems, Inc. (Cisco) posted the following press release to its website at <http://newsroom.cisco.com>:

Cisco Refiles Hart-Scott-Rodino Notification and Report Forms in Conjunction with Proposed Starent Networks Acquisition

SAN JOSE, Calif., Nov. 24, 2009 Cisco (NASDAQ: CSCO) announced today that it has withdrawn its notification and report forms filed with the Department of Justice (DOJ) under the Hart-Scott-Rodino Antitrust Improvements Act (HSR Act) in connection with Cisco's proposed acquisition of all of the outstanding shares of Starent Networks and has refiled to provide the DOJ with more time to review the information submitted by Cisco without requiring a Request for Additional Information. The new 30-day waiting period under the HSR Act will expire on December 23, 2009, unless the government extends that period by a Request for Additional Information. Cisco will continue to respond to any questions and information requests by the DOJ. Cisco remains committed to working cooperatively with the DOJ as it conducts its review of the proposed acquisition.

Additional Information and Where to Find It

In connection with the proposed acquisition and required stockholder approval, Starent Networks has filed with the Securities and Exchange Commission a definitive proxy statement that was mailed to the stockholders of Starent Networks. Investors and security holders may obtain free copies of the definitive proxy statement, additional solicitation materials and other documents filed with the SEC at its website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Starent Networks by going to Starent Networks' Investor Relations page on its corporate website at <http://ir.starentnetworks.com>.

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