

NORTH BRIDGE VENTURE PARTNERS IV B LP

Form 4

March 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NBVM GP, LLC

(Last) (First) (Middle)

C/O NORTHBRIDGE VENTURE
PARTNERS, 950 WINTER
STREET, SUITE 4600

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Starent Networks, Corp. [STAR]

3. Date of Earliest Transaction
(Month/Day/Year)

03/23/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	03/23/2009		J ⁽¹⁾	1,786,162	D \$ 0 5,358,486	I	See Footnote (2)
Common Stock	03/23/2009		J ⁽³⁾	849,518	D \$ 0 2,548,554	I	See Footnote (4)
Common Stock					7,964 ⁽⁵⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NBVM GP, LLC C/O NORTHBRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	X
North Bridge Venture Management IV, L.P. C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	X
NORTH BRIDGE VENTURE PARTNERS IV A LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	X
NORTH BRIDGE VENTURE PARTNERS IV B LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	X
DAMORE RICHARD A C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	X

Signatures

By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager

03/27/2009

__Signature of Reporting Person

Date

By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager

03/27/2009

__Signature of Reporting Person

Date

By: North Bridge Venture Management IV, L.P., its general partner, By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager

03/27/2009

__Signature of Reporting Person

Date

By: North Bridge Venture Management IV, L.P., its general partner, By: NBVM GP, LLC, its general partner, By: /s/ Edward T. Anderson, Name: Edward T. Anderson, Title: Manager

03/27/2009

__Signature of Reporting Person

Date

/s/ Richard A. D'Amore

03/27/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pro rata distribution of shares by North Bridge Venture Partners IV-A, L.P., or NBVP IV-A, to its partners without consideration.

Represents securities held of record by NBVP IV-A. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-A, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

(3) Pro rata distribution of shares by North Bridge Venture Partners IV-B, L.P., or NBVP IV-B, to its partners without consideration.

Represents securities held of record by NBVP IV-B. NBVM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-B, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

(5) Represents securities held of record by Mr. D'Amore received in connection with the pro rata distribution from NBVP IV-A and NBVP IV-B referenced above in footnotes 1 and 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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