

UTSTARCOM INC
Form 424B3
October 07, 2003

FILED PURSUANT TO RULE 424(b)(3) and 424(c)
REGISTRATION STATEMENT NO. 333-106944

Prospectus Supplement

(To Prospectus Dated September 16, 2003)

\$402,500,000

UTSTARCOM, INC.

**0.875% Convertible Subordinated Notes due March 1, 2008 (the "Convertible Notes")
and the Common Stock Issuable Upon Conversion of
the Convertible Notes**

This prospectus supplement relates to the resale by selling security holders of their Convertible Notes and the shares of common stock issuable upon the conversion of the Convertible Notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated September 16, 2003, including any amendments or supplements thereto. The terms of the Convertible Notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Security Holders" beginning on page 52 of the prospectus is amended by adding the information below with respect to persons not previously listed in the prospectus or in any amendments or supplements thereto, and by superceding the information with respect to persons listed in the prospectus or in any amendments or supplements thereto that are listed below:

Name	Principal Amount at Maturity of Convertible Notes Beneficially Owned That May be Sold	Percentage of Convertible Notes Outstanding	Number of Shares of Common Stock That May be Sold (1)	Percentage of Common Stock Outstanding (2)
Advent Convertible Master (Cayman) L.P. (ACM)	\$ 8,195,000	2.04%	344,472	*
Alpha U.S. Sub Fund LLC (ACM)	\$ 365,000	*	15,343	*
Barclays Global Investors Diversified Alpha Plus Funds c/o Forest Investment Mngt. LLC	\$ 589,000	*	24,758	*
Credit Suisse First Boston LLC	\$ 15,098,000	3.75%	634,636	*
Deephaven Domestic Convertible Trading Ltd.	\$ 6,935,000	1.72%	291,509	*
Delta Airlines Master Trust	\$ 1,250,000	*	52,543	*
Delta Pilots Disability and Survivorship Trust	\$ 355,000	*	14,922	*
Forest Fulcrum Fund LP	\$ 1,531,000	*	64,355	*
Forest Global Convertible Fund, Ltd., Class A-5	\$ 5,589,000	1.39%	234,931	*
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio	\$ 2,083,000	*	87,558	*
HFR Arbitrage Fund (ACM)	\$ 392,000	*	16,478	*
Laurel Ridge Capital, LP	\$ 2,500,000	*	105,086	*

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Name	Principal Amount at Maturity of Convertible Notes Beneficially Owned That May be Sold	Percentage of Convertible Notes Outstanding	Number of Shares of Common Stock That May be Sold (1)	Percentage of Common Stock Outstanding (2)
LLT Limited	\$ 529,000	*	22,236	*
Lyxor (ACM)	\$ 972,000	*	40,858	*
Lyxor/Forest Fund Ltd. c/o Forest Investment Mngt. LLC	\$ 2,576,000	*	108,281	*
Relay 11 Holdings Co. c/o Forest Investment Mngt. LLC	\$ 379,000	*	15,931	*
Sphinx Convertible Arbitrage SPC c/o Forest Investment Mngt. LLC	\$ 220,000	*	9,248	*
Sphinx Convertible Arbitrage Fund SPC	\$ 65,000	*	2,732	*
Tag Associates (ACM)	\$ 76,000	*	3,195	*
Univest Convertible Arbitrage Fund Ltd. c/o Forest Investment Mngt. LLC	\$ 340,000	*	14,292	*
US Bancorp Piper Jaffray	\$ 8,000,000	1.99%	336,276	*
Wolverine Asset Management LLC	\$ 8,328,000	2.07%	350,063	*
Xavex Convertible Arbitrage 4 Fund c/o Forest Investment Mngt. LLC	\$ 284,000	*	11,938	*
Zurich Institutional Benchmarks Master Fund Ltd. c/o Forest Investment Mngt. LLC	\$ 880,000	*	36,990	*

*
Less than 1%

(1)
Assumes conversion of all of the Convertible Notes at a conversion price of approximately \$23.79 per share of common stock. However, this conversion price will be subject to adjustment as described under "Description of Notes Conversion Rights" in the prospectus. As a result, the amount of common stock issuable upon conversion of the Convertible Notes may increase or decrease in the future.

(2)
Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 102,926,686 shares of the common stock outstanding as of July 31, 2003. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's Convertible Notes. However, we did not assume the conversion of any other holder's Convertible Notes.

We prepared this table based on the information supplied to us on or before October 3, 2003 by the selling security holders named in the table.

Investing in the Convertible Notes involves risks that are described in the "Risk Factors" section beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 7, 2003.