

UTSTARCOM HOLDINGS CORP.
Form 20-F/A
June 30, 2015

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

**FORM 20-F
(Amendment No. 1)**

**..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
p 1934**

For the fiscal year ended December 31, 2014.

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

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)

Level 6, 28 Hennessy Road, Admiralty, Hong Kong

(Address of principal executive offices)

Ning Jiang

Investor Relations

Level 6, 28 Hennessy Road,

Admiralty, Hong Kong

Phone: (852) 3951-9757

njiang@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 |

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: 38,148,076 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.

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

TABLE OF CONTENTS

| | |
|--------------------------------------|---|
| <u>EXPLANATORY NOTE</u> | 1 |
| <u>PART III</u> | 1 |
| <u>ITEM 18. FINANCIAL STATEMENTS</u> | 1 |
| <u>ITEM 19. EXHIBITS</u> | 1 |
| <u>SIGNATURES</u> | 5 |

EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F (“Amendment No. 1”) to the Annual Report on Form 20-F of UTStarcom Holdings Corp. (the “Company”) for the fiscal year ended December 31, 2014, filed on May 19, 2015 (the “2014 Form 20-F”), amends the Company’s 2014 Form 20-F to include the consolidated financial statements of iTV Media Inc. for the fiscal year ended December 31, 2014 and 2013 as required pursuant to Rule 3-09 of Regulation S-X by amending “Item 18—Financial Statements” and “Item 19—Exhibits.” The consolidated financial statements of iTV Media Inc. were prepared and provided to the Company by 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 2014 Form 20-F. Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any part of the 2014 Form 20-F or reflect any events that have occurred after the 2014 Form 20-F was filed on May 19, 2015. The filing of this Amendment No. 1, and the inclusion of newly executed certifications, should not be understood to mean that any other statements contained in the original filing are true and complete as of any date subsequent to May 19, 2015. Accordingly, this Amendment No. 1 should be read in conjunction with the 2014 Form 20-F and the documents filed with or furnished to the Securities and Exchange Commission by the Company subsequent to May 19, 2015, including any amendments to such documents.

PART III

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of UTStarcom Holdings Corp. and its subsidiaries are included on pages F-1 through F-47 of the 2014 Form 20-F, which was filed on May 19, 2015.

The consolidated financial statements of iTV Media Inc. are incorporated herein by reference to Exhibit 15.2.

ITEM 19. EXHIBITS

| Exhibit Number | Description | Form Incorporated by Reference From | Date Filed |
|----------------|-------------|-------------------------------------|------------|
|----------------|-------------|-------------------------------------|------------|

| | | Exhibit Number | | |
|-----|---|-----------------------|------|------------|
| 1.1 | Amended and Restated Memorandum and Articles of Association. | 20-F | 1.1 | 4/26/2013 |
| 2.1 | Property Transfer and Leaseback Agreement, dated as of December 19, 2009, by and between UTStarcom Telecom Co., Ltd. and Zhejiang Zhongnan Construction Group Co., Ltd. (translation from Chinese). | 8-K | 2.1 | 12/24/2009 |
| 4.1 | Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 of Form F-4 (File No. 333-173828) filed with the Securities and Exchange Commission on April 29, 2011. | F-4 | 10.1 | 4/29/2011 |
| 4.2 | Stockholder Rights Agreement, made as of February 1, 2010, by and between UTStarcom, Inc. and Beijing E-town International Investment and Development Co., Ltd. | 8-K | 4.1 | 2/4/2010 |
| 4.3 | Stockholder Rights Agreement, made as of February 1, 2010, by and among UTStarcom, Inc., Elite Noble Limited and Shah Capital Opportunity Fund L.P. | 8-K | 4.2 | 2/4/2010 |

| Exhibit Number | Description | Form | Incorporated by Reference From Exhibit Number | Date Filed |
|-----------------------|--|-------------|--|-------------------|
| 4.4 | 2006 Equity Incentive Plan, as amended February 18, 2009. | 10-K | 10.14 | 3/2/2009 |
| 4.5 | Form of Stock Option Award Agreement for use under 2006 Equity Incentive Plan. | 10-Q | 10.2 | 8/7/2009 |
| 4.6 | Form of Stock Option Agreement for Directors and Officers for use under the 2006 Equity Incentive Plan. | 10-Q | 10.3 | 8/7/2009 |
| 4.7 | Form of Restricted Stock Agreement for use under the 2006 Equity Incentive Plan. | 10-K | 10.17 | 3/2/2009 |
| 4.8 | Form of Restricted Stock Unit Agreement for use under the 2006 Equity Incentive Plan. | 10-K | 10.18 | 3/2/2009 |
| 4.9 | Form of Stock Option Amendment Election Form executed by key executive officers and directors. | 8-K | 10.1 | 1/4/07 |
| 4.10 | UTStarcom, Inc. Amended and Restated Executive Involuntary Termination Severance Pay Plan. | 10-Q | 10.2 | 5/8/2009 |
| 4.11 | Form of Performance Share Agreement for use under the 2006 Equity Incentive Plan. | 10-K | 10.33 | 3/2/2009 |
| 4.12 | Form of Performance Unit Agreement for use under the 2006 Equity Incentive Plan. | 10-K | 10.34 | 3/2/2009 |
| 4.13 | Manufacturing Agreement signed as of January 23, 2010. | 8-K | 10.1 | 1/28/2010 |
| 4.14 | Lease Contract dated as of February 1, 2010, by and between UTStarcom Telecom Co., Ltd. and Zhejiang Zhongnan Construction Group Co., Ltd. (translation from Chinese). | 8-K/A | 10.1 | 2/5/2010 |
| 4.15 | Property Lease Contract dated March 7, 2011 between UTStarcom Telecom Co., Ltd. and Zhejiang Letong Communication Equipment Co., Ltd. (translation from Chinese). | 10-Q | 10.1 | 5/9/2011 |
| 4.16 | Master Reorganization Agreement Share and Asset Purchase Agreement dated August 31, 2012 by and among UTStarcom Hong Kong Limited, the Company, Eagle Field Holdings Limited and Mr. Ying (Jack) Lu. | 20-F | 4.51 | 4/26/2013 |
| 4.17 | Share Transfer Agreement dated August 31, 2012 by and among the Company, Eagle Field Holdings Limited and UTStarcom Hong Kong Holdings Limited. | 20-F | 4.52 | 4/26/2013 |

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|------|--|------|------|-----------|
| 4.18 | English translation of the License Agreement dated August 31, 2012 by and among the Company, UTStarcom Telecom Co., Ltd., UTStarcom Hong Kong Holding Limited. and UTStarcom China Co., Ltd. | 20-F | 4.53 | 4/26/2013 |
| 4.19 | Assignment and Assumption Agreement dated August 31, 2012 by and among the Company, UTStarcom Telecom Co., Ltd., UTStarcom India Telecom PVT. Ltd., UTStarcom Hong Kong Holding Limited, UTStarcom China Co., Ltd. and Eagle Field Holdings Limited. | 20-F | 4.54 | 4/26/2013 |

| Exhibit Number | Description | Form | Incorporated by Reference From Exhibit Number | Date Filed |
|-----------------------|--|----------------|--|-------------------|
| 4.20 | Patent, Software Copyright, Trademark and Domain Name Assignment dated August 31, 2012 by and among UTStarcom Telecom Co., Ltd., UTStarcom China Co., Ltd. and UTStarcom, Inc. | 20-F | 4.55 | 4/26/2013 |
| 4.21 | Convertible Bond dated August 31, 2012 issued by UTStarcom Hong Kong Holding Limited to UTStarcom Hong Kong Limited. | 20-F | 4.56 | 4/26/2013 |
| 4.22 | Purchase and Sale Agreement dated January 17, 2014 among the Company, Shah Capital Opportunity Fund LP and SoftBank America Inc. | 6-K | 10.1 | 1/21/2014 |
| 4.23 | Share Subscription Agreement dated March 11, 2014 between the Company and Shah Capital Opportunity Fund LP. | 6-K | 10.2 | 3/12/2014 |
| 8.1 | Subsidiaries of UTStarcom Holdings Corp. | 20-F | 8.1 | 5/19/2015 |
| 12.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed herewith | — | — |
| 12.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed herewith | — | — |
| 13.1 | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Filed herewith | — | — |
| 13.2 | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Filed herewith | — | — |
| 15.1 | Consent of Independent Registered Public Accounting Firm. | 20-F | 15.1 | 5/19/2015 |
| 15.2 | Consolidated financial statements of iTV Media Inc. for the fiscal year ended December 31, 2014 and 2013. | Filed herewith | — | — |
| 15.3 | Consent of PricewaterhouseCoopers Zhong Tian LLP, independent registered public accounting firm of iTV Media Inc. | Filed herewith | — | — |
| 101.INS* | XBRL Instance Document | 20-F | 101.INS | 5/19/2015 |
| 101.SCH* | XBRL Taxonomy Extension Schema Document | 20-F | 101.SCH | 5/19/2015 |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document | 20-F | 101.CAL | 5/19/2015 |

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|----------|--|------|---------|-----------|
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document | 20-F | 101.DEF | 5/19/2015 |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document | 20-F | 101.LAB | 5/19/2015 |

3

| Exhibit Number | Description | Incorporated by Form | Reference From Exhibit Number | Date Filed |
|---------------------------|--|---------------------------------|--|-------------------|
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document | 20-F | 101.PRE | 5/19/2015 |

4

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. 1 to Form 20-F on its behalf.

UTSTARCOM HOLDINGS
CORP.

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

Date: June 30, 2015

[Signature page to 20-F/A]