

UTSTARCOM HOLDINGS CORP.

Form 6-K

November 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**  
**THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2012

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Commission File Number: 001-35216

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**UTSTARCOM HOLDINGS CORP.**

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Not Applicable

(Translation of registrant's name into English)

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**52-2 Building, BDA International Enterprise Avenue**

**No. 2 Jingyuan North Street**

**Daxing District**

**Beijing 100176**

**People's Republic of China**

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UTStarcom Holdings Corp.

By: /s/ Robert Pu

Name: Robert Pu  
Title: Chief Financial Officer

Date: November 19, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated November 19, 2012, entitled UTStarcom Announces Plans for a Cash Tender Offer for up to US\$30 Million of its Outstanding Ordinary Shares and Plans for a Reverse Share Split

**Additional Information and Where to Find It**

The attached exhibit does not constitute an offer to buy or the solicitation of an offer to sell ordinary shares of UTStarcom Holdings Corp. ( **UTStarcom** ). The tender offer will be made only pursuant to an offer to purchase, letter of transmittal and related materials that UTStarcom intends to distribute to its shareholders and file with the Securities and Exchange Commission. Shareholders and investors should read carefully the offer to purchase, letter of transmittal and related materials because they will contain important information, including the various terms of, and conditions to, the tender offer. Shareholders and investors will be able to obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, letter of transmittal and other documents that UTStarcom intends to file with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov) or by calling the Information Agent (to be identified at the time the offer is made) for the tender offer. Shareholders are urged to carefully read these materials prior to making any decision with respect to the tender offer.