

UTSTARCOM HOLDINGS CORP.
Form SC 13D/A
December 04, 2017

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

SCHEDULE 13D
(Amendment No.11)

Under the Securities Exchange Act of 1934

UTStarcom Holdings Corp.
(Name of Issuer)

Ordinary Shares, Par Value US\$0.00375 per share
(Title of Class of Securities)

918076100
(CUSIP Number)

Gu Yunfeng	Jin Wei
Phicomm (Shanghai) Co., Ltd.	Talent Transmission Limited
3666 Sixian Road	Ajeltake Road
Songjiang District	Ajeltake Island
Shanghai, People's Republic of China	MajuroMarshall Islands
011-86-21-31183118	MH96960

(Names, Addresses and Telephone Numbers of Persons Authorized to Receive Notices and Communications)

December 4, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 918076100

- | | | |
|---|--|-----------------|
| 1. | Names of Reporting Persons.
GU GUOPING | |
| 2. | Check the Appropriate Box if a
Member of a Group (See
Instructions) | (a) " " (b) " " |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See
Instructions)
AF | |
| 5. | Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)
Citizenship or Place of
Organization | " " |
| 6. | People's Republic of China | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. Sole Voting Power
-0- | |
| | 8. Shared Voting Power
5,000,000 | |
| | 9. Sole Dispositive Power
-0- | |
| | 10. Shared Dispositive Power
5,000,000 | |
| 11. | Aggregate Amount Beneficially
Owned by Each Reporting
Person
5,000,000 | |
| 12. | Check Box if the Aggregate
Amount in Row (11) Excludes
Certain Shares | " " |
| 13. | Percent of Class Represented by
Amount in Row (11)
14.1% | |
| 14. | Type of Reporting Person
IN | |

2

CUSIP No. 918076100

1. Names of Reporting Persons.
Phicomm (Shanghai) Co., Ltd.
Check the Appropriate Box if a
2. Member of a Group (See (a) " (b) ý
Instructions)
3. SEC Use Only
4. Source of Funds (See
Instructions)
WC
5. Check if Disclosure of Legal
Proceedings Is Required " "
6. Pursuant to Items 2(d) or 2(e)
Citizenship or Place of
Organization
People's Republic of China
7. Sole Voting Power
Number of Shares Beneficially
Owned by Each Reporting
Person With -0-
8. Shared Voting Power
5,000,000
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
5,000,000
11. Aggregate Amount Beneficially
Owned by Each Reporting
Person
5,000,000
12. Check Box if the Aggregate
Amount in Row (11) Excludes " "
13. Percent of Class Represented by
Amount in Row (11)
14.1%
14. Type of Reporting Person
CO

3

CUSIP No. 918076100

1. Names of Reporting Persons.
Phicomm Technology (Hong Kong) Co., Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
Hong Kong
7. Sole Voting Power
-0-
8. Shared Voting Power
5,000,000
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
5,000,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,000,000
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
13. Percent of Class Represented by Amount in Row (11)
14.1%
14. Type of Reporting Person
CO

4

CUSIP No. 918076100

1. Names of Reporting Persons.
The Smart Soho International
Limited
2. Check the Appropriate Box if a
Member of a Group (See (a) " "
Instructions) (b) "y
3. SEC Use Only
4. Source of Funds (See
Instructions)
AF
5. Check if Disclosure of Legal
Proceedings Is Required " "
6. Pursuant to Items 2(d) or 2(e)
Citizenship or Place of
Organization
Cayman Islands
7. Sole Voting Power
Number of Shares Beneficially
Owned by Each Reporting
Person With -0-
8. Shared Voting Power
5,000,000
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
5,000,000
11. Aggregate Amount Beneficially
Owned by Each Reporting
Person
5,000,000
12. Check Box if the Aggregate
Amount in Row (11) Excludes " "
Certain Shares
13. Percent of Class Represented by
Amount in Row (11)
14.1%
14. Type of Reporting Person
CO

5

CUSIP No. 918076100

- | | | |
|---|---|---------|
| 1. | Names of Reporting Persons.
Talent Transmission Limited | |
| 2. | Check the Appropriate Box if a
Member of a Group (See Instructions) | (a) " " |
| 3. | SEC Use Only | (b) "y" |
| 4. | Source of Funds (See Instructions)
AF | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | " " |
| 6. | Citizenship or Place of Organization
Marshall Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power -0- | |
| | 8. Shared Voting Power 2,718,758 | |
| | 9. Sole Dispositive Power -0- | |
| | 10. Shared Dispositive Power 2,718,758 | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person

2,718,758 | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | " " |
| 13. | Percent of Class Represented by Amount in Row (11)

7.7% | |
| 14. | Type of Reporting Person
CO | |

6

1. Names of Reporting Persons.
JIN WEI
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☒
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
6. Citizenship or Place of Organization
People's Republic of China
7. Sole Voting Power
-0-
8. Shared Voting Power
2,718,758
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
2,718,758
11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,718,758
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
13. Percent of Class Represented by Amount in Row (11)
7.7%
14. Type of Reporting Person
IN

The Statement on Schedule 13D filed December 14, 2015 (the “Statement”) filed by Mr. Gu Guoping, Phicomm (Shanghai) Co., Ltd., previously called Shanghai Phicomm Communication Co., Ltd. (“Phicomm”), Phicomm Technology (Hong Kong) Co., Limited (“Phicomm HK”), The Smart Soho International Limited (“Smart Soho” or “Acquirer” and, together with Gu Guoping, Phicomm and Phicomm HK, the “Phicomm Group”) and Chongqing Liangjian New Area Strategic Emerging Industries Equity Investment Fund Partnership (Limited Liability Partnership) (the “Fund”) relating to the Ordinary Shares, par value US\$0.00375 per share (the “Ordinary Shares”) of UTStarcom Holdings Corp., a Cayman Islands corporation (the “Issuer”), as amended by Amendment No. 1 thereto filed December 22, 2015 by the Phicomm Group and the Fund, by Amendment No. 2 thereto filed January 19, 2016 solely by the Phicomm Group, by Amendment No. 3 thereto filed May 5, 2016 by the Phicomm Group and the Fund, by Amendment No. 4 thereto filed July 6, 2016 by the Phicomm Group, by Amendment No. 5 thereto filed September 7, 2016 by the Phicomm Group, by Amendment No. 6 thereto filed November 8, 2016 by the Phicomm Group, by Amendment No. 7 thereto filed June 9, 2017 by the Phicomm Group, Talent Transmission Limited, a Marshall Islands company (“TTL”) and Mr. Jin Wei (collectively with the Phicomm Group and TTL, the “Filing Persons”), by Amendment No. 8 thereto filed June 19, 2017 by the Filing Persons, by Amendment No. 9 thereto filed September 13, 2017 by the Filing Persons, and by Amendment No. 10 thereto filed October 11, 2017 by the Filing Persons, is hereby further amended with respect to the items set forth below in this Amendment No. 11. Capitalized terms used herein without definition have the same meanings as those ascribed to them in the Statement.

Item 2. Identity and Background

Item 2 of the Statement is hereby amended by the addition of the following information:

The English translation of Phicomm’s name has been changed to Phicomm (Shanghai) Co., Ltd.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended by the addition of the following information:

The aggregate purchase price for the Ordinary Shares acquired by TTL and reported in Item 5 of this Schedule 13D (Amendment No. 11) was approximately US\$933,548.00. TTL acquired the funds used to purchase such Ordinary Shares from capital contributions made by Mr. Jin Wei, who used his personal funds to make such contributions.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended by the addition of the following information:

TTL acquired the 294,227 Ordinary Shares reported in Item 5 of this Schedule 13D (Amendment No. 11) for investment. In addition, and as previously disclosed by the Filing Persons, TTL’s acquisitions of Ordinary Shares through and including the purchases reported in Amendment No. 10 were made in connection with TTL’s support of Phicomm’s opposition to the non-binding “going private” proposal made to the Issuer by the Consortium on March 31, 2017. See Item 4 of the Filing Persons’ Schedule 13D (Amendment No. 7), filed June 9, 2017. On October 23, 2017, the Consortium Members withdrew their non-binding proposal.

TTL has informed Phicomm that while it continues to support Phicomm’s goals and intentions regarding the Issuer, and presently expects to continue to act in concert with Phicomm as a “group” within the meaning of Section 13(d) of the Exchange Act and Regulation 13D-G thereunder, TTL may, from time to time, depending on the market price for the Issuer’s Ordinary Shares, market conditions and other considerations deemed relevant by TTL, sell Ordinary Shares when it believes it appropriate to do so to realize a gain on its investment in the Issuer’s shares. Any such sales may be followed by additional purchases or additional sales by TTL.

Item 5. Interest in Securities of the Issuer

As previously disclosed, at the date of this Schedule 13D (Amendment No. 11), the Phicomm Group is the beneficial owner of 5,000,000 Ordinary Shares, constituting approximately 14.1% of the Issuer's Ordinary Shares. For additional information regarding persons who may share such beneficial ownership, see Amendment No. 6 to this Schedule 13D, as filed by the Phicomm Group on November 8, 2016.

Item 5 of the Statement is hereby amended by the addition of the following information with respect to beneficial ownership of the Issuer's Ordinary Shares by TTL and Mr. Jin Wei:

Subsequent to the filing of Amendment No.10 to the Filing Persons' Schedule 13D, TTL has purchased 294,227 Ordinary Shares in market transactions denominated in United States Dollars (US\$) on the Nasdaq Stock Market, as detailed in the following table:

Date	No. of Shares	Avg. Price/share	Total
10/17/2010	62,300	3.1256	194,724.88
10/18/2017	11,300	3.1583	35,688.79
10/19/2017	4,300	3.1109	13,376.87
10/20/2017	4,300	3.1009	13,333.87
10/23/2017	27,400	3.1482	86,260.68
10/24/2017	4,800	3.1585	15,160.80
10/25/2017	8,300	3.1569	26,202.27
10/26/2017	9,500	3.1546	29,968.70
10/27/2017	8,100	3.1212	25,281.72
10/30/2017	7,200	3.1296	22,533.12
10/31/2017	5,800	3.1955	18,533.90
11/1/2017	3,800	3.2084	12,191.92
11/3/2017	3,500	3.1967	11,188.45
11/6/2017	5,100	3.1873	16,255.23
11/7/2017	4,100	3.1399	12,873.59
11/8/2017	1,800	3.1539	5,677.02
11/9/2017	1,300	3.1796	4,133.48
11/10/2017	3,400	3.1994	8,977.96
11/13/2017	5,100	3.1996	16,317.96
11/14/2017	45,000	3.2156	144,702.00
11/15/2017	21,400	3.2185	68,857.90
11/16/2017	30,000	3.2487	97,461.00
11/17/2017	16,427	3.2779	53,846.06
Total:	294,227		\$933,548.17

At the date of this Schedule 13D (Amendment No. 11), TTL is the beneficial owner of 2,718,758 Ordinary Shares, constituting approximately 7.7% of the Issuer's Ordinary Shares. As the sole shareholder and sole director of TTL, Mr. Jin Wei possesses the power to direct TTL's voting and disposition of the Ordinary Shares owned directly by TTL, and he may therefore be deemed to be the beneficial owner of such Ordinary Shares.

All Ordinary Shares beneficially owned by the Phicomm Group, and all Ordinary Shares beneficially owned by the TTL and Mr. Jin Wei, are issued and outstanding. Percentage beneficial ownership amounts are based on 35,449,485 Ordinary Shares outstanding, as disclosed by the Issuer in Item 6 of its Form 20-F for the year ended December 31, 2016, filed November 14, 2017.

Except as disclosed in this Item 5, none of the members of the Phicomm Group and, to their knowledge, none of their directors or officers has effected any transactions in the Ordinary Shares during the 60 days preceding the filing of the Schedule 13D (Amendment No. 11).

Except as disclosed in this Item 5 and in Item 5 of Schedule 13D (Amendment No. 10), neither TTL nor Mr. Jin Wei has effected any transactions in the Ordinary Shares during the 60 days preceding the filing of the Schedule 13D (Amendment No. 11).

As previously described in Item 4 of their Schedule 13D (Amendment No. 7) and for the reasons described in Item 4 of this Schedule 13D (Amendment No. 11), the Phicomm Group, TTL and Mr. Jin Wei may be deemed to constitute a "group" within the meaning of Section 13(d) of the Exchange Act and Regulation 13D-G thereunder. However, the Phicomm Group disclaims any beneficial interest in the Ordinary Shares beneficially owned by TTL and Mr. Jin Wei, and TTL and Mr. Jin Wei disclaim any beneficial interest in the Ordinary Shares beneficially owned by the Phicomm Group.

Signatures

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2017

**PHICOMM
(SHANGHAI) CO.,
LTD.**

By: /s/ Gu Yunfeng
Name: Gu Yunfeng
Title: Vice Chairman

**PHICOMM
TECHNOLOGY
(HONG KONG) CO.,
LIMITED.**

By: /s/ Gu Guoping
Name: Gu Guoping
Title: Sole Director

**THE SMART SOHO
INTERNATIONAL
LIMITED**

By: /s/ Gu Guoping
Name: Gu Guoping
Title: Sole Director

**GU GUOPING,
individually**

/s/ Gu Guoping
Name: Gu Guoping

**TALENT
TRANSMISSION
LIMITED**

By: /s/ Jin Wei
Name: Jin Wei
Title: Sole Director

JIN WEI, individually

/s/ Jin Wei

Name: Jin Wei