

VONAGE HOLDINGS CORP  
Form FWP  
May 23, 2006

Vonage Holdings Corp.  
Free Writing Prospectus  
Filed pursuant to Rule 433  
Registration Statement No. 333-131659  
May 22, 2006

**Notice of Request for Effectiveness**

Please be advised that Vonage has requested that the Securities and Exchange Commission (SEC) declare the registration statement relating to its proposed initial public offering (IPO) effective on Tuesday May 23, 2006. Once the registration statement has been declared effective, conditional offers may be accepted and Vonage may allocate shares of its common stock for purchase through the Vonage Customer Directed Share Program.

To access the login page for the Vonage Customer Directed Share Program website, click on the Internet address below or copy and paste it into your browser.

[www.vonageipo.com](http://www.vonageipo.com)

Please [click here](#) to open the current prospectus, which is located at:

<http://www.sec.gov/Archives/edgar/data/1272830/000104746906007477/a2169686zs-1a.htm>

Vonage Holdings Corp. has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents Vonage Holdings Corp. has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or dealer participating in the offering will arrange to send you the prospectus if you request it by calling 1-866-869-5224.

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