



(Instr. 5)

|   |       |            |                 |         |         |   |   |
|---|-------|------------|-----------------|---------|---------|---|---|
| Employee Stock Option<br>(right to buy) | Â (1) | 03/02/2014 | Common<br>Stock | 200,000 | \$ 0.33 | D | Â |
|---|-------|------------|-----------------|---------|---------|---|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Hennesy Theresa<br>C/O VONAGE HOLDINGS CORP.<br>23 MAIN STREET<br>HOLMDEL, NJ 07733 | Â             | Â         | Â SVP, Network Operations | Â     |

## Signatures

|                        |            |
|------------------------|------------|
| /s/ Theresa<br>Hennesy | 05/08/2009 |
|------------------------|------------|

|                                    |      |
|------------------------------------|------|
| **Signature of<br>Reporting Person | Date |
|------------------------------------|------|

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vest in equal annual installments on the first through fourth anniversaries of March 2, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.